

EXHIBIT W

Message

From: Carmichael, Sean [/O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=7356DB949805491FB09242691027C807-U022084]
Sent: 2/17/2022 4:14:23 PM
To: Kyle Blain [kblain@centraltransport.com]
CC: jlolis42@gmail.com
Subject: Navistar Updated Cover Letter Central 2022 Cal
Attachments: Central Transport final Sales Agreement 17Feb2022.doc



Kyle,

Attached is the updated cover letter with regards to the 1,100 units building in 2022. As we sit right now, all units will be built and delivered by June. We have added language as discussed for the following items.

- Updated pricing on the RH spec tractors for Central (December options that Joe requested are not added to the current pricing).
- Updated pricing for the LT specs sleeper for PAM (PAM sleeper price does not include service contracts as they have yet to be finalized).
- Build Schedule for all units
- Payment terms based on delivery
- OTB values for the LT sleepers
- No Trade Agreement of \$6.2M and notes based on delivery and payment of new units (this can be processed monthly)
- First right of refusal should Central/Universal sell trades at less than previously established OTB values on 2018 MY units.

Financing:

- Sounds like BMO is on a path to finance 100% of the 1,100 new trucks. Believe they may require additional info from Universal if more than 150 units are being in serviced to them.

I believe we have briefly discussed all items in this updated cover letter. Please let me know when you have reviewed and would like to discuss further.

Again, thank you for you patients and business! My goal would be to finalize this deal and start working on 2023 shortly after finalizing 2022.

Thank You,

Sean Carmichael
International Trucks-VP Southwest Region
5850 Granite Parkway
Suite 760
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Sean Carmichael
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[DATE \@ "MMMM d, yyyy"]

Mr. Kyle Blain
GLS LeasCo, Inc.
12225 Stephens Rd
Warren, MI 48089

Dear Mr. Blain,

Navistar is working diligently to secure production dates as early as possible based on the current production environment. At the time of this letter Navistar can supply (1,100) new 2023 International LT/RH production slots from January 2022 thru June 2022. The production availability dictates that the trucks will be 2023 model year. This Letter Agreement is intended to replace the previous agreement among GLS LeasCo., Summit Truck Group and Navistar dated July 13th, 2021.

New and Used Quantity and Pricing per unit:

(1,061) 2023 International RH Tractors (Proposal: 3202-44)..... \$116,317

(39) 2023 International LT Tractors (Proposal: 2746-59).....\$137,754

Optional RH warranty coverage

- 48mo / 400,000 mile Custom Service Contract - Chassis Warranty..... \$ 2,750
- 48mo (\$575 per occurrence) - Towing Warranty \$ 650

New Truck Delivery – based on available production at the time of this letter.

New Truck Build Month	RH New Truck Builds	LT New Truck Builds	Trades
January	42		0
February	32		0
March	342		0
April	342		0
May	303	39	0
June- Spillover month			0
Total	1,061	39	0

New Truck Pricing to include the following:

- Payment 15 day terms with \$25.00 per day liquidated damages per unit for late funding of new units.
- 48mo / 400,000 mile optional trade residual for MY23 RH 6x4 at \$55,000
 - Higher Optional Trade residual value if Central adds aluminum wheels and virgin rubber to the trucks at turn-in \$2,000 estimated additional value.

- Requires the execution of a separate Optional Trade Back ("OTB") Agreement which will include notification of intent to exercise the option 18 months prior to the 48th month anniversary of the trucks delivered under this agreement. Subject to replacement new truck deal finalization, production slots will be secured.
- 48mo / 400,000 mile optional trade residual for MY23 LT 6x4 at \$58,500 which includes virgin rubber at turn-in
 - Requires the execution of a separate Optional Trade Back ("OTB") Agreement which will include notification of intent to exercise the option 18 months prior to the 48th month anniversary of the trucks delivered under this agreement. Subject to replacement new truck deal finalization, production slots will be secured.
- 48mo / 400,000 mile Engine and After-treatment warranty.
- 2023MY steel/commodities surcharge and updated shipping charge for 2022 orders
- Bendix Fusion prewire only (RH model) (Navistar add for secondary market only). Unit price includes reduction in lieu of radar installation credit.
- International 360 and Fleet Health – included in Intelligent Fleet Care on all 2022 models and newer.
- Advanced Preventative Maintenance – included in Intelligent Fleet Care on all 2022 models and newer.
- Navistar Fleet Charge – Navistar will work with Central Transport to facilitate establishing an account for Central Transport and Universal Truckload Services with 60-day terms and appropriate credit line for each company, based on terms and conditions to be established.
- Financing – financing may be available through Navistar Capital at market interest rate on all new trucks ordered from Navistar in this Letter Agreement.
- NED Software – all maintenance locations
- DLB Software – all maintenance locations
- Navistar onsite and web training for all locations.
- Fuel Analytics – Software under development with no release date currently
- The CY23 and CY24 price increase will be based on the greater of a 1.5% increase or the change in the PPI Industry code, Transportation Equipment Truck and Bus Body - WPU1413, comparing an average of the 6 months index values prior to the first produced unit in CY23 and CY24 to an equivalent period the prior year. The annual economic price increase will be based on the last invoiced price including surcharges.
- **Price guarantee** does not include government mandates, greenhouse gas increases or associated costs, specification changes, additional destination charges, vendor price increases and availability, model discontinuation, or extended service contract price updates.

No Trade Agreement Notes:

- Navistar agrees to pay Central \$6,200,000 upon payment for the MY23 1,100 new units under this Letter Agreement.
- Disbursement of funds will be as follows:
 - Check in the amount of \$600,000 made out to LGSI
 - Check in the amount of \$4,000,000 made out to Central Transport
 - Fleet Charge Credit of \$1,600,000 applied to Central Transports account
- Central/Universal and PAM Transportation will dispose of all 941 trades associated with this package. Late model units outlined below.
- (827) 2018-2019MY DayCabs to include:
 - Up to a 1 year, 100,000 mile after-treatment warranty. Such warranty will be cancelled upon delivery of a corresponding new truck delivered in the same month.

Prior to delivery of new units, Central to provide VIN number of units being taken out of service in that month.

Company	Year	Make	Model	Description	Count	Average Residual or Purchase Offer	Preferred Terms Mileage	Rollout Start Date
Central	2017	International	PROSTAR	Daycab - Tandem Axle	73	\$36,000	400,000	May 1, 2022
PAM	2017	International	PROSTAR	Daycab - Tandem Axle	28	\$36,000	250,000	May 1, 2022
Central	2018	International	RH613	Daycab - Tandem Axle	612	\$57,000	400,000	May 1, 2022
Central	2018	International	LT62F	Daycab - Tandem Axle X15	10	\$58,000	400,000	May 1, 2022
ULH	2018	International	LT62F	Skyrise Sleeper	13	\$56,000	150,000	May 1, 2022
Central	2019	International	RH613	Daycab - Tandem Axle	205	\$65,000	300,000	May 1, 2022
					Total	941		

- GLS LeasCo. agrees to supply Navistar a VIN list for all 941 trade units associated with the "No Trade Agreement".
- GLS LeasCo. will work with Central/Universal and PAM Transportation to allow Navistar the opportunity to replace connecting rods prior to the sale/auctions of units that are currently in-service RH A26 units within the suspected production range of connecting-rod issues and within population targeted for proactive repairs
 - Navistar service team to provide VIN list for affected group and will be in contact with Central Transport on logistical details.
- Navistar UTO is requesting first right of refusal to purchase Central/Universal/PAM International branded trade units if they are being priced for sale at or below equivalent OTB values (*OTB values in chart above represented as residual value or purchase offer).
- As part of the "No Trade Agreement" associated with the \$6.2M payment, Central/Universal and PAM Transportation have been compensated for the following:
 - Assistance for the disposal of the 941 units included in the table above.
 - Rental invoices associated with delayed current and future production on units that were to be in serviced in the first quarter of 2022.
 - Rental invoices associated with downtime associated with QLS, connecting rods issues and DPF/DOC items.
 - OnCommand/3G/4G and 5G communication devices associated with all model year 2018 - 2020 units. All expense to add such communication devices for model year 2021 and newer will be at Central/Universal and PAM Transportations expense moving forward.
 - This Agreement Letter is all-encompassing for any and all current or future issues for 941 model year 2018 - 2019 International units and terminates any and all other agreements pertaining to these units.

Thank you again for your business and continued partnership!

Kyle Blain
Vice President, Maintenance
GLS LeasCo, Inc.

Date

Sean Carmichael
Vice President, SW Region
Navistar, Inc.

Date

Allegiance Truck Group

Date